Entered on Docket
April 12, 2017
EDWARD J. EMMONS, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

MICHELSON LAW GROUP
Randy Michelson (SB 114095)
220 Montgomery St., Suite 2100
San Francisco, CA 94104
Telephone: 415.512.8600
Facsimile: 415.512.8601

Attorneys for Chapter 11 Trustee
Randy Sugarman

Signed and Filed: April 12, 2017

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

In re YELLOW CAB COOPERATIVE, INC., Debtor.	Case No. 16-30063-DM Chapter 11

ORDER GRANTING TRUSTEE'S MOTION TO SELL SUBSTANTIALLY ALL OPERATING ASSETS OF DEBTOR FREE AND CLEAR OF LIENS AND RELATED RELIEF

The Trustee's Motion to Sell Substantially All Operating Assets of Debtor Free and Clear of Liens and Related Relief (the "Motion") came on regularly for hearing on the date and time noted above, the Honorable Dennis Montali presiding. All appearances were as noted on the record.

Having considered the Motion and all related pleadings, any opposition thereto, and the arguments of counsel,

///

THE COURT FINDS THAT:

A. Notice of the Motion was proper and adequate.

B. Big Dog City Corporation dba CityWide Taxi ("Buyer") has acted in good faith and is entitled to the protections of Section 363(m) of the Bankruptcy Code.

Based on the foregoing and for the reasons stated on the record, and good cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The notice of the Motion and the hearing thereon is approved as proper and adequate under the circumstances.

2. The Motion is granted and the sale to Buyer is approved as the highest and best offer. Any objections to the Motion not withdrawn or otherwise resolved by agreement of the parties are hereby overruled.

3. The Trustee is authorized to sell the assets (the "Sale Assets") as described in that certain Amended and Restated Asset Purchase Agreement dated April 7, 2017 (the "APA") to Buyer for the purchase price of $810,000.00, and in accordance with the terms and conditions that are set forth in the APA.

4. The following back-up bid by Cabtopia, Inc. ("Cabtopia") is approved: The Trustee is authorized to sell the Sale Assets to Cabtopia for $800,000 pursuant to the terms and conditions of this Order and the Asset Purchase Agreement submitted along with Cabtopia's overbid, in the event the Buyer does not consummate the sale pursuant to the terms of the APA.

5. Pursuant to Section 363(f) of the Bankruptcy Code, effective upon closing, the sale of the Sale Assets will vest in the Buyer all right, title and interest of the Debtor and the bankruptcy estate in the Sale Assets, free and clear of the liens, claims or interests.

6. This Order is and shall be effective as a determination that, upon and subject to the occurrence of the closing of the sale, all Affected Interests have been and hereby are adjudged and declared to be unconditionally released as to the Sale Assets.

7. Buyer has not assumed any liabilities of the Debtor except as set forth in the APA,

if any.

8. The Trustee is authorized to execute any such releases, termination statements, assignments, consents or instruments on behalf of any third party, including the holders of any liens, claims or interests identified in paragraph 5 of this Order, that are necessary or appropriate to effectuate or consummate the sale.

9. The Trustee is authorized to execute the APA, or other related documents that are reasonably necessary or appropriate to complete the sale, and to undertake such other actions as may be reasonably necessary or appropriate to complete the sale.

10. Except as otherwise provided in the Motion, the Sale Assets shall be sold, transferred, and delivered to Buyer on an "as is, where is" or "with all faults" basis.

11. Based upon the Declaration of Chris Sweis filed in support of the Motion, Buyer is approved as a buyer in good faith in accordance with Section 363(m) of the Bankruptcy Code, and Buyer shall be entitled to all protections of Section 363(m) and 363(n) of the Bankruptcy Code. The terms of the APA are fair and reasonable and Buyer is paying reasonably equivalent value for the Sale Assets.

12. This Order shall be effective immediately upon entry. No automatic stay of execution, pursuant to Rule 62(a) of the Federal Rules of Civil Procedure, or Bankruptcy Rules 6004(h) or 6006(d), applies with respect to this Order.

13. This Court retains jurisdiction to enforce and implement the terms and provisions of this Order and the APA, all amendments thereto, any waivers and consents thereunder, and each of the documents executed in connection therewith in all respects, including retaining jurisdiction to (a) compel delivery of the Sale Assets to the Buyer, (b) resolve any disputes arising under or related to the APA, and (c) resolve any disputes regarding liens, claims, or interests asserted against the Sale Assets.

14. The APA and any related documents or other instruments may be modified, amended or supplemented by the parties thereto, in a writing signed by both parties without further order of the Court, provided that any such modification, amendment or supplement does

not have a material adverse effect on the Debtor's bankruptcy estate.

END OF ORDER

Approved as to form:

JEFFER MANGELS et al.

/ s / Bennett G. Young

Bennett G. Young
Attorneys for Cabtopia, Inc.

COURT SERVICE LIST

Internal Revenue Service:
Centralized Insolvency Operation
P.O. Box 7436
Philadelphia, PA 19101-7346

California Franchise Tax Board:
P.O. Box 942840
Sacramento, CA 94240-0040

Colin C. Munro
Carlson Calladine & Peterson, LLP
353 Sacramento St # 1600
San Francisco, CA 94111

Christine R. Etheridge
Bankruptcy Administration
GE Capital Information Technology
Solutions fdba IKON Financial Services
1738 Bass Road
P.O. Box 13708
Macon, GA 31208-3708

Philip H. Welch
Thompson, Welch, Soroko & Gilbert, LLP
3950 CivicFiter Dr #300
San Rafael, CA 94903

Douglas A. Taylor

Alan C. Hochheiser
Maurice Wutscher LLP
2000 Auburn Dr., Suite 200
One Chagrin Highlands
Beachwood, OH 44122

Richard A. Luftman
Nielsen and Rogers LLP
21700 Oxnard Street, 7th Floor
Woodland Hills, CA 91367

Yuji Mitani
Law Offices of Yuji Mitani
1610 Post Street, #204
San Francisco, CA 94115

Robert S. Aaron
Aaron & Wilson, LLP
150 Post St, #400
San Francisco, CA 94108

Internal Revenue Service:
Attn: Insolvency – 1400S
1301 Clay Street
Oakland, CA 94612-5217

Todd P. Emanuel
Emanuel Law Group
702 Marshall Street, Suite 400
Redwood City, CA 94063
Email: todd@teinjurylaw.com

Development Specialists, Inc.
235 Pine Street, Suite 1150
San Francisco, CA 94104-2750

Charles E. Hill III
Law Offices of Charles Hill III
582 Market Street, Suite 1007
San Francisco, CA 94104

Lawrence E. Biegel
Law Offices of Lawrence E. Biegel
2801 Monterey-Salinas Hwy.
Monterey, CA 93940

Peter J. Koenig
Walker, Hamilton and Koenig LLP
50 Francisco St. #460
San Francisco, CA 94133

Pamela Martinez
1200 Mississippi St.
San Francisco, CA 94107

Benjamin Siegel
Siegel, Lewitter, Malkani
1939 Harrison Street, Suite 307
Oakland, CA 94612

Frank T. Pepler
DLA Piper LLP
555 Mission St #2400
San Francisco, CA 94105

Annabelle Wilson
A.R. Wilson and Associates
P.O. Box 90157
Pasadena, CA 91107